

JAN 21 '10

3-00 PM

SURFACE TRANSPORTATION BOARD

**HELM CHESAPEAKE
LIMITED PARTNERSHIP**

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398 4816

January 21, 2010

Chief
Section of Administration Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423-0001

RE: Partial Termination of Security Agreement dated as of January 13, 2010 ("**Partial Termination**"), by Union Bank of California, N.A. ("UBC"), as both lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of June 8, 2005 for the benefit of Helm Chesapeake Limited Partnership, a Delaware limited partnership ("HCLP")

Dear Section Chief:

Attached for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) is a copy of the original Partial Termination of Security Agreement dated as of January 13, 2010, a secondary document as defined in the Board's Rules for Recordation of Documents.

The attached document is a partial termination and relates to the document previously filed with the Board under Recordation Number 25623.

The names and addresses of the parties to the attached document are:

Name and Address of HCLP: Helm Chesapeake Limited Partnership
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of UBC: Union Bank of California, N.A.
Northern Commercial Banking Division
350 California Street, 10th Floor
San Francisco, CA 94104-1402

A description of the railroad equipment covered by the enclosed document is:

3 Open Top Hopper Railcars; HCSX 211, 297 and 342

A short summary of the document to appear in the index is:

Partial Termination of Security Agreement

The recordation filing fee of \$41.00 is on account.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Attachment

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PARTIAL TERMINATION OF
SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of January 13, 2010, and is made by UNION BANK OF CALIFORNIA, N.A. ("UBC"), both as the lender and as administrative agent for itself and any other lender under the Loan and Security Agreement dated as of June 8, 2005 for the benefit of HELM CHESAPEAKE LIMITED PARTNERSHIP, a Delaware limited partnership ("HCLP").

1. **Recitals.** HCLP owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "Units"). HCLP has granted to UBC a security interest in substantially all of its assets now owned or hereafter acquired (the "Collateral"), upon the terms and conditions provided in that certain Memorandum of Loan and Security Agreement dated as of June 9, 2005, between the HCLP and UBC (the "Memorandum"), as filed with the Surface Transportation Board of the Department of Transportation ("STB") on June 10, 2005 at 10:19 a.m. under Recordation No. 25623. The Memorandum was executed in connection with that certain Loan and Security Agreement dated as of June 8, 2005 between HCLP and UBC ("Security Agreement").

HCLP intends to sell the Units to a third party (the "Sale") and desires that such Sale shall be free and clear of any lien or security interest of UBC. Accordingly, HCLP requests UBC to terminate the lien and security interest in the Units created by the Memorandum.

2. **Representation.** HCLP hereby represents and warrants to UBC that the Sale and the application of the proceeds thereof comply with the terms of the Security Agreement.

3. **Partial Release and Termination.** UBC hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, UBC.

This Partial Termination shall have no effect on UBC's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, UBC has executed this Partial Termination of Security Interest as of the date first above written.

UNION BANK OF CALIFORNIA,
as Lender and Administrative Agent

By: Kevin SullivanPrint Name: Kevin SullivanIts: Senior Vice President

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 21, 2010 before me, Matthew M. Ogburn, Senior Vice President and General Counsel, personally appeared Kevin F. Sullivan, Senior Vice President of Union Bank of California, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Matthew M. Ogburn (Seal)

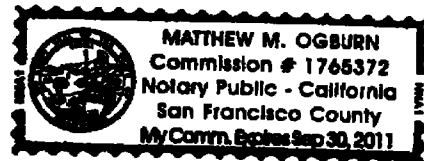


EXHIBIT A

To the **PARTIAL TERMINATION OF SECURITY INTEREST** dated as of January 13, 2010

THE UNITS

Description of the Units: Three (3), 3,350 cubic foot capacity, 4-pocket open top hopper railcars with 45-degree interior slope sheets and built by Bethlehem Steel.

<u>Mark</u>	<u>Number</u>	<u>Built Date</u>
HCSX	211	12/1977
HCSX	297	03/1978
HCSX	342	03/1978